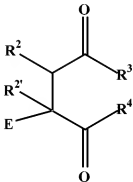


IN THE CLAIMS:

1. (Previously Presented) A curable elastomeric nanocomposite comprising swellable clay and a nonhalogenated elastomer having a viscosity average molecular weight in the range of 200,000 to 2,000,000, the nonhalogenated elastomer comprising C_2 to C_{10} olefin derived units and styrenic derived units and/or substituted styrenic derived units, wherein all the styrenic derived units are present from 1 to 15 wt% of the elastomer; wherein the elastomer also comprises functionalized monomer units having functional groups pendant to the elastomer, E, selected from the following:



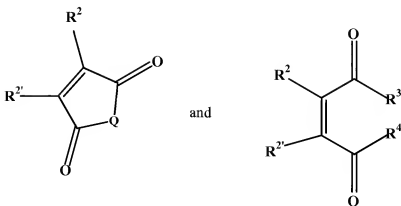
wherein R^2 and $R^{2'}$ are the same or different and are selected from the group consisting of hydrogen, C_1 to C_{20} alkyls, alkenyls and aryls, substituted C_1 to C_{20} alkyls, alkenyls and aryls, hydroxyl and C_1 to C_{20} alkoxys; and wherein R^3 and R^4 are the same or different and is $-OR^5$ or $-NHR^5$, wherein R^5 is selected from the group consisting of hydrogen, C_1 to C_{20} alkyls, alkenyls and aryls, and substituted C_1 to C_{20} alkyls, alkenyls and aryls.

2. - 4. (Cancelled)
5. (Original) The nanocomposite of Claim 1, wherein the olefin is selected from one or more of isobutylene, isobutene, 2-methyl-1-butene, 3-methyl-1-butene, 2-methyl-2-butene, and 4-methyl-1-pentene, ethylene, propene, 1-butene, 1-hexene, and 1-octene.
6. - 7. (Cancelled)

8. (Original) The nanocomposite of Claim 1, wherein the elastomer also comprises isoolefin derived units and *p*-methylstyrene derived units.
9. (Cancelled)
10. (Original) The nanocomposite of Claim 1, wherein the functionalized units are present on the elastomer from 0.01 wt% to 15 wt% of the elastomer.
11. (Original) The nanocomposite of Claim 1, wherein the clay has been treated with an exfoliating agent to form an exfoliated clay.
12. (Cancelled)
13. (Original) The nanocomposite of Claim 1, wherein the clay is present from 0.1 wt% to 50 wt% of the nanocomposite.
14. - 15. (Cancelled)
16. (Previously Presented) The nanocomposite of Claim 1, also comprising a filler selected from the group consisting of from carbon black, modified carbon black, silica, precipitated silica, and blends thereof.
17. - 18. (Cancelled)
19. (Previously Presented) The nanocomposite of Claim 1, also comprising a secondary rubber selected from the group consisting of natural rubber, polybutadiene rubber, nitrile rubber, silicon rubber, polyisoprene rubber, poly(styrene-*co*-butadiene) rubber, poly(isoprene-*co*-butadiene) rubber, styrene-isoprene-butadiene rubber, ethylene-propylene rubber, brominated butyl rubber, chlorinated butyl rubber, halogenated isoprene, halogenated isobutylene copolymers, polychloroprene, star-branched polyisobutylene rubber, star-branched brominated butyl rubber, poly(isobutylene-*co*-

isoprene) rubber; halogenated poly(isobutylene-*co-p*-methylstyrene), ethylene-propylene rubber and mixtures thereof.

20. (Previously Presented) An article comprising the nanocomposite of Claim 1, the article being a tire innerliner or an innertube.
21. (Cancelled)
22. (Previously Presented) A method of forming an elastomeric nanocomposite comprising contacting:
 - (a) a non-halogenated elastomer having a viscosity average molecular weight in the range of 200,000 to 2,000,000, wherein the elastomer comprises C_2 to C_{10} olefin derived units and styrenic derived units and/or substituted styrenic derived units, wherein all the styrenic derived units are present in an amount of 1 to 15 wt% of the elastomer;
 - (b) at least one functionalizing compound selected from



wherein Q is selected from O or an NR^1 group, wherein R^1 is selected from the group consisting of hydrogen, C_1 to C_{20} alkyls, alkenyls and aryls, and

substituted C₁ to C₂₀ alkyls, alkenyls and aryls; R² and R^{2'} are the same or different and are selected from the group consisting of hydrogen, C₁ to C₂₀ alkyls, alkenyls and aryls, substituted C₁ to C₂₀ alkyls, alkenyls and aryls, hydroxyl and C₁ to C₂₀ alkoxys; and wherein R³ and R⁴ are the same or different and are -OR⁵ or -NHR⁵, wherein R⁵ is defined as R¹ above;

- (c) at least one peroxide; and
 - (d) swellable clay.
23. (Previously Presented) The method of Claim 22, wherein the method of contacting is selected from one of the following methods: 1) the elastomer is first contacted with the functionalizing compound, followed by contacting with the clay, 2) the elastomer, clay, and functionalizing compound are contacted simultaneously, 3) the elastomer and functionalizing compound are solubilized in a diluent, or 4) the elastomer and the functionalizing compound are melt blended.
24. - 26. (Cancelled)
27. (Previously Presented) The method of Claim 22, wherein the at least one peroxide is selected from the group consisting of diacyl peroxides, ketone peroxides, peroxyesters, peroxydicarbonates, dialkyl peroxides, hydroperoxides, and peroxyketals.
28. (Cancelled)
29. (Previously Presented) The method of Claim 22, wherein the functionalizing compound is selected from the group consisting of monomethyl maleate, dimethyl maleate, diethyl maleate, diphenyl maleate, dibutyl fumarate, maleimide, citraconic anhydride, itaconic anhydride, maleic anhydride, N,N'-phenylenedimalcimine, N-methylmaleimide, N-phenylmaleimide, maleic acid, itaconic acid, and the metal carboxylic derivatives thereof.

30. - 33. (Cancelled)

34. (Original) The method of Claim 22, wherein the elastomer also comprises isoocten derived units and *p*-methylstyrene derived units.

35. (Previously Presented) The method of Claim 22, wherein the elastomer is selected from the group consisting of poly(styrene-*co*-butadiene) rubber, poly(styrene-isoprene-butadiene), poly(isobutylene-*co*-styrene), poly(isobutylene-*co-p*-methylstyrene), and mixtures thereof.

36. (Original) The method of Claim 22, wherein the elastomer is functionalized by contacting with the functionalizing compound, wherein the functional groups are present on the elastomer from 0.01 wt% to 15 wt% of the elastomer.

37. (Original) The method of Claim 22, wherein the clay has been treated with an exfoliating agent to form an exfoliated clay.

38. (Cancelled)

39. (Original) The method of Claim 22, wherein the clay is present from 0.1 wt% to 50 wt% of the nanocomposite.

40. - 41. (Cancelled)

42. (Previously Presented) The method of Claim 22, also comprising a filler selected from the group consisting of carbon black, modified carbon black, silica, precipitated silica, and blends thereof.

43 - 44. (Cancelled)

45. (Previously Presented) The method of Claim 22, also comprising a secondary rubber selected from the group consisting of natural rubber, polybutadiene rubber, nitrile rubber, silicon rubber, polyisoprene rubber, poly(styrene-*co*-butadiene) rubber, poly(isoprene-*co*-butadiene) rubber, styrene-isoprene-butadiene rubber, ethylene-propylene rubber, brominated butyl rubber, chlorinated butyl rubber, halogenated isoprene, halogenated isobutylene copolymers, polychloroprene, star-branched polyisobutylene rubber, star-branched brominated butyl rubber, poly(isobutylene-*co*-isoprene) rubber; halogenated poly(isobutylene-*co*-*p*-methylstyrene) and mixtures thereof.
46. - 71. (Cancelled)
72. (Currently Amended) A curable elastomeric nanocomposite [[comprising]] consisting essentially of a swellable clay and nonhalogenated elastomer having a viscosity average molecular weight in the range of 200,000 to 2,000,000, the nonhalogenated elastomer comprising isobutylene, wherein the elastomer also comprises functionalized styrenic monomer units having functional groups pendant to the elastomer, the functional groups being selected from the group consisting of dimethyl maleate, diethyl maleate, diphenyl maleate, and dibutyl fumarate.
73. (Previously Presented) The nanocomposite of claim 72 wherein the elastomer comprises *p*-methylstyrene derived units.
74. (Previously Presented) The nanocomposite of Claim 72, wherein the functionalized units are present on the elastomer from 0.01 wt% to 15 wt% of the elastomer.
75. (Previously Presented) The nanocomposite of Claim 72, wherein the clay has been treated with an exfoliating agent to form an exfoliated clay.
76. (Previously Presented) The nanocomposite of Claim 72, wherein the clay is present from 0.1 wt% to 50 wt% of the nanocomposite.